



THE UNITED STATES
CORPORATION
COMPANY

99000003886

ACCOUNT NO. : 072100000032

REFERENCE : 294108 7184289

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia P. J. J.

ORDER DATE : July 1, 1999

ORDER TIME : 9:43 AM

ORDER NO. : 294108-005

700002929827--3

CUSTOMER NO: 7184289

CUSTOMER: Mr. Henry Val
Mr. Steven Feinberg, Esq.
4400 U.S. Hwy Rt. 9 South

Freehold, NJ 07728

w99-16045

FOREIGN FILINGS

NAME: MAXNET, INC.

XXXX QUALIFICATION (TYPE: CO)

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janna Wilson

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

99 JUL 13 AM 10:38

RECEIVED

SECRETARY OF STATE
TALLAHASSEE FLORIDA

99 JUL 29 AM 10:30

FILED

WJ/29



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

July 13, 1999

CSC
ATTN: JANNA WILSON

SUBJECT: MAXNET, INC.
Ref. Number: W99000016045

We have received your document(s) in this office, however, a copy of the document is being returned for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6958.

Lee Rivers
Document Specialist

Letter Number: 499A00036012

RESUBMIT

Please give original
submission date as file date.

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DIVISION OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

To: Qualification/Tax Lien Section
Division of Corporations

SUBJECT: MAXNET, INC.

(Name of corporation - must include suffix)/

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida", "Certificate of Existence", and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

HENRY VAL

(Name of Person)

MAXNET, INC.

(Firm/Company)

4400 US HIGHWAY ROUTE 9, SUITE 2800

(Address)

FREEHOLD, NJ 07728

(City/State/Zip)

Should you need to call someone concerning this matter, please call:

HENRY VAL

(Name of Person)

at (732) 625-0770

(Area Code & Daytime Telephone Number)

STREET ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

MAILING ADDRESS:

Qualification/Tax Lien Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☐ \$78.75 Filing Fee &
Certificate of Status

☐ \$78.75 Filing Fee &
Certified Copy

☐ \$87.50 Filing Fee,
Certificate of Status &
Certified Copy

MAXNET, INC. MEMORANDUM

TO: MAXNET, INC.
FROM: I. GOLDBREICH, SECRETARY
SUBJECT: CORPORATE MINUTES
DATE: 07/15/99
CC: H. VAL, I VAL, STEVEN FEINBERG, ESQ.

MINUTES OF DIRECTORS' MEETING

A Special Meeting of the Board of Directors of Maxnet, Inc. was duly called and held on July 15, 1999 at 4400 US Highway Route 9 South Suite 2800 Freehold New Jersey 07728 commencing at 11:30 o'clock AM

There were present and participating at the meeting: Israel Goldreich, Henry Val was contacted by telephone in Florida, Isaak Val was contacted by telephone.

With approval of the directors present, Henry Val acted
As Chair of the meeting and Israel Goldreich recorded the
minutes. On motions duly made and seconded, it was voted that:

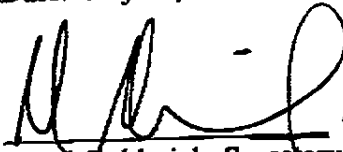
1. The minutes of the last meeting of directors be taken as read.
2. That it be Voted: Israel Goldreich, Secretary of Maxnet, Inc., a corporation duly organized under the laws of the State of Delaware, does hereby certify that the following is a true and correct copy of a resolution of the Board of Directors of said corporation, adopted at a special meeting held on the 15th day of July, 1999.
3. "RESOLVED, that, inasmuch as this corporation desires to transact business in the State of Florida, and inasmuch as the Board of Directors has been advised that the name of this corporation is not available for corporate use in the State of Florida, this corporation adopts the alternate name **MAXNET - MXNT, INC.** for use in transacting business in the State of Florida pursuant to Section 607.1506, Florida Business Corporation Act;" and
4. **FURTHER RESOLVED**, that the officers of the corporation be and hereby are authorized and directed to cause any and all required documents to be

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TALLAHASSEE, FLORIDA


prepared, executed and filed so that this corporation may obtain a Certificate of Authority pursuant to the Florida Business Corporation Act, and to cause this corporation to use the said alternate name in the transaction of business in the State of Florida," is approved;

There being no further business, the meeting was adjourned.

Date: July 15, 1999.


Israel Goldreich, Secretary

Sec. W.P. HANCOCK, JR.



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TALLAHASSEE FLORIDA

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT
BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.**

1. MAXNET, INC.
(Name of corporation; must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. DELAWARE
(State or country under the law of which it is incorporated)
3. _____
(FEI number, if applicable)
4. OCTOBER 26, 1982
(Date of incorporation)
5. PERPETUAL
(Duration: Year corp. will cease to exist or "perpetual")
6. UPON FILING
(Date first transacted business in Florida.) (SEE SECTIONS 607.1501, 607.1502 and 817.155, F.S.)
7. _____
4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800, FREEHOLD, NEW JERSEY 07728
(Current mailing address)
CONSULTING; SALES AND MARKETING; INTERNET DEVELOPMENT
8. _____
(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)
9. Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box **NOT** acceptable)
Name: HENRY VAL
Office Address: 14422 NW 7TH AVENUE
NORTH MIAMI, Florida, 33168
(Zip code)

10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

By: _____
(Registered agent's signature)
HENRY VAL, CEO

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors: (Street address **ONLY** - P.O. Box **NOT** acceptable)

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TALLAHASSEE FLORIDA

A. DIRECTORS (Street address only - P.O. Box NOT acceptable)

Chairman: HENRY VAL - DIRECTOR

Address: 4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800
FREEHOLD, NEW JERSEY 07728

I. GOLDREICH - DIRECTOR

Address: 4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800
FREEHOLD, NEW JERSEY 07728

Director: _____

Address: _____

Director: _____

Address: _____

B. OFFICERS (Street address only - P.O. Box NOT acceptable)

President: HENRY VAL

Address: 4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800
FREEHOLD, NEW JERSEY 07728

Vice President: I. GOLDREICH

Address: 4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800
FREEHOLD, NEW JERSEY 07728

Secretary: I. GOLDREICH

Address: 4400 US HIGHWAY ROUTE 9 SOUTH, SUITE 2800
FREEHOLD, NEW JERSEY 07728

Treasurer: _____

Address: _____

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. _____
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. HENRY VAL, CEO
(Typed or printed name and capacity of person signing application)

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TALLAHASSEE FLORIDA

State of Delaware
Office of the Secretary of State

PAGE 1

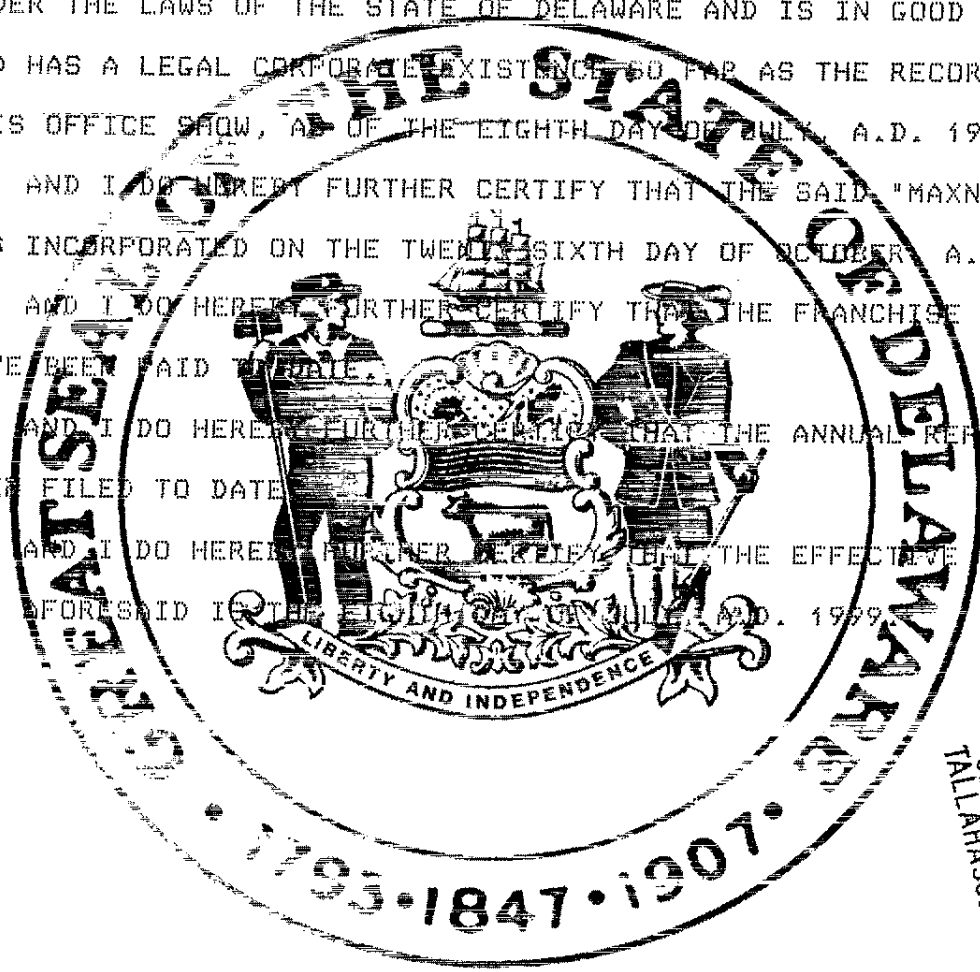
I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "MAXNET, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE EIGHTH DAY OF JULY, A.D. 1999.

AND I DO HEREBY FURTHER CERTIFY THAT THE SAID "MAXNET, INC." WAS INCORPORATED ON THE TWENTY-SIXTH DAY OF OCTOBER, A.D. 1982.

AND I DO HEREBY FURTHER CERTIFY THAT THE FRANCHISE TAXES HAVE BEEN PAID TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL REPORTS HAVE BEEN FILED TO DATE.

AND I DO HEREBY FURTHER CERTIFY THAT THE EFFECTIVE DATE OF THE AFORESAID IS THE EIGHTH DAY OF JULY, A.D. 1999.



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99 JUL 29 AM 10:31
SECRETARY OF STATE
TALLAHASSEE FLORIDA



Edward J. Freel

Edward J. Freel, Secretary of State

0946981 8300

991279059

AUTHENTICATION:

9853626

DATE:

07-08-99